

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER ("Agreement"), dated as of December 8, 2000, by and between Stauffer Management Company LLC, a Delaware limited liability company (the "LLC" or, after the Effective Date (as defined in Article IV hereof), the "Surviving Entity"), and Stauffer Management Company, a Delaware corporation (the "Corporation").

### WITNESSETH:

WHEREAS, the LLC is a limited liability company formed under the laws of the State of Delaware;

WHEREAS, the Corporation is a corporation organized under the laws of the State of Delaware;

WHEREAS, the General Corporation Law of the State of Delaware, 8 Del. C. §§ 101 et seq. (the "DGCL"), and the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "LLC Act"), each permit a corporation organized and existing under the DGCL to merge with and into a limited liability company formed and existing under the LLC Act;

WHEREAS, the Managers of the LLC and the Board of Directors of the Corporation have duly authorized the merger of the Corporation with and into the LLC pursuant to the terms of this Agreement; and

WHEREAS, all other conditions precedent to the merger of the Corporation with and into the LLC have been, or prior to the Effective Date will be, satisfied or validly waived;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of

which is hereby acknowledged, it is agreed that, in accordance with the applicable statutes of the State of Delaware, the Corporation shall be, and hereby is, at the Effective Date, merged with and into the LLC (the "Merger"), with the LLC to be the Surviving Entity. The mode of carrying the Merger into effect shall be as follows:

#### ARTICLE I - MERGER

On the Effective Date, the Corporation shall be merged with and into the LLC, the separate existence of the Corporation shall cease, the LLC shall continue in existence and the Merger shall in all respects have the effects provided for by the DGCL and the LLC Act.

Prior to the Effective Date, the LLC and the Corporation shall take all such action (including, without limitation, obtaining the approval of this Agreement and the Merger by the sole stockholder of the Corporation) as shall be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Date, the LLC shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers, directors or other agents of the Corporation shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all such additional things necessary or proper to carry out the provisions hereof.

#### ARTICLE II - TERMS OF TRANSACTION

On the Effective Date, (i) all shares of common stock of the Corporation, par value \$1 per share, outstanding immediately prior to the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and (ii) the 100% limited liability company interest held by Zeneca Inc. as the sole member of the LLC

immediately prior to the Effective Date shall remain the 100% limited liability company interest of such member, and Zeneca Inc. shall continue as the sole member of the Surviving Entity.

### **ARTICLE III - CERTIFICATE OF FORMATION AND LIMITED LIABILITY COMPANY AGREEMENT**

From and after the Effective Date, and until thereafter amended as provided by law, the Certificate of Formation and Limited Liability Company Agreement of the LLC (the "LLC Agreement") as in effect immediately prior to the Effective Date shall be the Certificate of Formation and Limited Liability Company Agreement of the Surviving Entity.

### **ARTICLE IV - EFFECTIVE DATE**

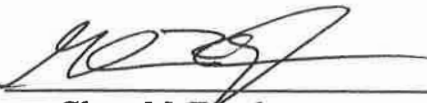
A certificate of merger evidencing the Merger ("Certificate of Merger") shall be filed on December 8, 2000 with the Secretary of State of the State of Delaware ("Secretary of State") pursuant to the DGCL and the LLC Act and shall specify that the Merger shall become effective upon the filing of the Certificate of Merger with the Secretary of State (such time of effectiveness, the "Effective Date").

### **ARTICLE V - TERMINATION**

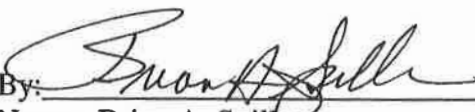
At any time prior to the filing of the Certificate of Merger with the Secretary of State, the Board of Managers of the LLC or the Board of Directors of the Corporation may terminate and abandon this Agreement.

IN WITNESS WHEREOF, the Corporation has caused this Agreement to be executed by a duly authorized officer and the LLC has caused this Agreement to be signed by its duly authorized representative.

Stauffer Management Company LLC

By:   
Name: Glenn M. Engelmann  
Title: Chairman

Stauffer Management Company

By:   
Name: Brian A. Spiller  
Title: President

SMC Merger & Cert.doc